Form D

SEC 1972 (6/99)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate Jederal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a féderal notice.

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

PROCESSED

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OMB APPROVAL OMB Number: 3235-0076 Expires: May 31, 2002 Estimated average burden hours per response...1



NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SE	C USE ONLY
Prefix	Serial
DAT	E RECEIVED

Name of Offering (check if this LLC Units	is an amendme	nt and name has	s changed, and in	dicate change.)	
Filing Under (Check box(es) to	nat				
apply):	[] Rule 504	[] Rule 505	[X] Rule 506	[] Section 4(6)	[]ULOE
Type of Filing: [X] New Filing	g [] Amendme	ent			
	A. BAS	SIC IDENTIFICA	TION DATA		
1. Enter the information reques	sted about the is	suer			
Name of Issuer (check if this is Nalu Investments 2004, LLC	an amendment	and name has	changed, and indi	cate change.)	
Address of Executive Offices (including Area Code)	(Number	and Street, City,	State, Zip Code)	Telepho	one Number
900 Fort Street, Suite 518, He	onolulu, Hawaii				
Address of Principal Business (including Area Code) (if different from Executive Offi	•	Number and Stre	et, City, State, Zip	Code) Telepho	one Number
Same as above	•				

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- · Each general and managing partner of partnership issuers.

Check Box(es) that Apply:	[] Promoter	[]	Beneficial Owner	[X]	Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name Levine, Fredrick	e first, if individu	al)						
Business or Residence 900 Fort Street, Suit					y, State, Zip (Code)		
Check Box(es) that Apply:	[] Promoter	[X]	Beneficial Owner	[]	Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name Dolen, James Franc		al)						
Business or Residence				Cit	y, State, Zip (Code)		
32 Bayview Avenue,				r 1	F	n Dissertes	<u> </u>	Cananal and/an
Check Box(es) that Apply:	[] Promoter	{X}	Beneficial Owner	[]	Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name Woods, Douglas	e first, if individu	al)						
Business or Residence 956 Menio Oaks Driv				Cit	y, State, Zip (Code)		
Check Box(es) that Apply:	[] Promoter	[X	Beneficial Owner	[]	Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name Land C Johnson Re		al)						
Business or Resident	•				•	Code)		
130 Merchant Street								
Check Box(es) that Apply:	[] Promoter	[X	Beneficial Owner	[]	Executive Officer	[] Director	[]	General and/or Managing Partner
Full Name (Last name 01 Mag, LLC	e first, if individu	al)						
Business or Resident 130 Merchant Street						Code)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

				B. IN	FORMA	TION A	BOUT C	OFFERIN	NG .				
		-								ors in this		Yes	No [X]
Answer also in Appendix, Column 2, if filing under ULOE. 2. What is the minimum investment that will be accepted from any individual?								N/A					
						•		•				P INIA	
3. Doe	s the off	ering pe	rmit joint	ownersh	nip of a s	single ur	nit?	• • • • • • • • • • • • • • • • • • • •				Yes X]	No []
in contact associated a inform	4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only. Full Name (Last name first, if individual)												
	ess or Re	esidence	Address	s (Numbe	er and S	street, Ci	ty, State	, Zip Co	de)	··			· · · · · · · · · · · · · · · · · · ·
									·				
Name	of Assoc	ciated Br	oker or I	Dealer									
States	in Whic	h Persor	Listed I	las Solic	ited or I	ntends t	o Solicit	Purchas	sers				
(Che	ck "All S	States"	or che	ck indiv	idual S	States)					[] Sta	tes
[AL] [IL] [MI] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD]	[AR] [KS] [NH] [TN]	[CA] [KY] [NJ] [TX]	[CO] [LA] [NM] [UT]	[CT] [ME] [NY] [VT]	[DE] [MD] [NC] [VA]	[DC] [MA] [ND] [WA]	[FL] [MI] [OH] [WV]	[GA] [MN] [OK] [WI]	[HI] [MS] [OR] [WY]	[P	D] MO] [A] [R]
Full Na	ame (Las	st name	first, if in	dividual)									
Busine	ss or Re	esidence	Address	s (Numbe	er and S	treet, Ci	ty, State	, Zip Co	de)				
Name	of Assoc	ciated Br	oker or [Dealer	·- <u>-</u>			<u>.</u>					
States	in Whic	h Persor	Listed I	Has Solid	ited or I	ntends t	o Solicit	Purchas	sers				
				ck indiv							[] Sta	tes
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run IN	airie (La:	st Hallie	1115t, 11 ltt	uiviuuai)									
Busine	ess or Re	esidence	Address	s (Numbe	er and S	Street, C	ity, State	e, Zip Co	de)				
Name	of Asso	ciated Br	oker or I	Dealer									
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[AL] [IL] [MI] [RI]	[AK] [IN] [NE] [SC]	[AZ] [IA] [NV] [SD] se blank	[AR] [KS] [NH] [TN] sheet, o	[CA] [KY] [NJ] [TX] or copy a	[CO] [LA] [NM] [UT] and use	[CT] [ME] [NY] [VT] additio	[DE] [MD] [NC] [VA] onal cop	[DC] [MA] [ND] [WA] ies of th	[FL] [MI] [OH] [WV] nis shee	[GA] [MN] [OK] [WI] t, as nec	[HI] [MS] [OR] [WY]	[F] [F	D] MO] PA] PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering
and the total amount already sold. Enter "0" if answer is "none" or "zero."
If the transaction is an exchange offering, check this box □ and indicate
in the columns below the amounts of the securities offered for exchange
and already exchanged.

	Aggregate	Amount Alread
Type of Security	Offering Price	Sold
Debt		\$
Equity		\$
[] Common [] Preferred	▼ <u></u>	\$
Convertible Securities (including warrants)	. \$	\$
Partnership Interests		\$
Other (Specify: LLC Member Units).	\$ 1,020,000.00	\$ 1,020,000.00
Total		\$ 1,020,000.00
Answer also in Appendix, Column 3, if filing under ULOE.	\$	\$
none" or "zero."		Aggregate
		Dollar Amount
	Number	_ •
A considerable was a same	Investors	of Purchases
Accredited Investors	Investors [13]	of Purchases \$ 1,020,000.00
Accredited Investors	Investors [13] N/A	of Purchases \$ <u>1,020,000.00</u> \$
	Investors [13] N/A	of Purchases \$ 1,020,000.00
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter a strength of the types indicated, the twelve (1 2) months pricate of securities in this offering. Classify securities by type	Investors [13] N/A N/A The date, in or to the first	of Purchases \$ 1,020,000.00 \$
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter formation requested for all securities sold by the issuer, to fferings of the types indicated, the twelve (1 2) months pricale of securities in this offering. Classify securities by type -Question 1.	Investors [13] N/A N/A The date, in or to the first elisted in Part Type of Security	of Purchases \$ 1.020,000.00 \$ \$ Dollar Amount Sold
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enterformation requested for all securities sold by the issuer, to ferings of the types indicated, the twelve (1 2) months pricale of securities in this offering. Classify securities by type-Question 1.	Investors [13] N/A N/A The date, in or to the first elisted in Part Type of Security N/A	of Purchases \$ 1,020,000.00 \$ \$ Dollar Amount Sold \$
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter formation requested for all securities sold by the issuer, to ferings of the types indicated, the twelve (1 2) months pricale of securities in this offering. Classify securities by type-Question 1. Type of offering. Rule 505	Investors [13] N/A N/A The date, in or to the first listed in Part Type of Security N/A N/A N/A	of Purchases \$ 1,020,000.00 \$ \$ Dollar Amount Sold \$ \$
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter formation requested for all securities sold by the issuer, to fferings of the types indicated, the twelve (1 2) months pricale of securities in this offering. Classify securities by type-Question 1. Type of offering Rule 505 Regulation A	Investors [13] N/A N/A The odate, in or to the first elisted in Part Type of Security N/A N/A N/A N/A	of Purchases \$ 1,020,000.00 \$ \$ Dollar Amount Sold \$ \$ \$
Non-accredited Investors Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter offermation requested for all securities sold by the issuer, to fferings of the types indicated, the twelve (1 2) months pricale of securities in this offering. Classify securities by types:-Question 1. Type of offering	Investors [13] N/A N/A The date, in or to the first elisted in Part Type of Security N/A N/A N/A N/A N/A	of Purchases \$ 1,020,000.00 \$ Dollar Amount Sold \$ \$

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4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees	[]\$
Printing and Engraving Costs	[]\$
Legal Fees	[]\$
Accounting Fees	[]\$
Engineering Fees	[]\$
Sales Commissions (specify finders' fees separately)	[]\$
Other Expenses (identify)	[]\$
Total	[]\$
Enter the difference between the aggregate offering price given in	

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4.a. This difference is the "adjusted gross proceeds to the issuer."

\$ <u>1,020,000.00</u>

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

Salaries and fees	Payments to Officers, Directors, & Affiliates	
Galailes allu iees		
Purchase of real estate	[]\$	[]\$
Purchase, rental or leasing and installation of machinery and equipment	[]\$	_ []\$
Construction or leasing of plant buildings and facilities	[]\$	_ []\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger)	[]\$	[]\$
Repayment of indebtedness	[]\$	[]\$
Working capital	[]\$	[]\$
Other (specify): Investments in Nalu Technologies, Inc.	[]\$	[]\$_1,020,000.00
Column Totals	[]\$	[]\$
Total Payments Listed (column totals added)	[]\$	[X]\$ <u>1,020,000.00</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)	Signature Date
Nalu investments 2004, LLC	3-15-05
Name of Signer (Print or Type)	Title of Signer (Print or Type)
Fredrick Levine	Manager

ATTENTION	
tentional misstatements or omissions of fact constitute federal criminal violations. (See	18
S.C. 1001.)	

E. STATE SIGNATURE								
Is any party described in 17 CFR 230.262 presently subject to any of the disqualification provisions of such rule?	Yes	No []						
See Appendix, Column 5, for state response.	()	Lj						

- 2. The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed, a notice on Form D (17 CFR 239,500) at such times as required by state law.
- 3. The undersigned issuer hereby undertakes to furnish to the state administrators, upon written request, information furnished by the issuer to offerees.
- 4. The undersigned issuer represents that the issuer is familiar with the conditions that must be satisfied to be entitled to the Uniform limited Offering Exemption (ULOE) of the state in which this notice is filed and understands that the issuer claiming the availability of this exemption has the burden of establishing that these conditions have been satisfied.

The issuer has read this notification and knows the contents to be true and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

Issuer (Print or Type)	Signature (NOT APPLICABLE)	Date	
Name of Signer (Print or Type)	Title (Print or Type)		

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

APPENDIX

_				7111	-INDIX				
1	2 3 4					5			
	Intend to sell to non-accredited investors in State (Part B-Item 1)		Type of security and aggregate offering price offered in state (Part C-Item 1)	Type of investor and amount purchased in State (Part C-Item 2)			Disqualification under State ULOE (if yes, attach explanation of waiver granted) (Part E-Item 1)		
				Number of		Number of			1
0				Accredited		Non-Accredited		v	
State	Yes	No		Investors	Amount	Investors	Amount	Yes	No
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AK	1								
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